

Presentment Date and Time: July 20, 2009 at 10:00 a.m. (Prevailing Eastern Time)
Objection Date and Time: July 20, 2009 at 9:00 a.m. (Prevailing Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CHARTER COMMUNICATIONS, INC.

Debtors.

Chapter 11 Cases

09-11435(JMP)

(Jointly Administered)

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent,

Plaintiff,

-against-

CHARTER COMMUNICATIONS OPERATING,
LLC and CCO HOLDINGS, LLC,

Defendants.

Adversary Proceeding
No. 09-01132(JMP)

**NOTICE OF PRESENTMENT OF MOTION TO FILE
UNDER SEAL JPMORGAN CHASE BANK, N.A.'S OBJECTIONS TO
CONFIRMATION OF CHARTER COMMUNICATIONS OPERATING, LLC'S
JOINT PLAN OF REORGANIZATION AND PRE-TRIAL BRIEF**

PLEASE TAKE NOTICE that the undersigned will present the annexed motion, dated July 14, 2009 (the "Motion") to the Honorable James M. Peck, Bankruptcy Judge of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in Room 601, One Bowling Green, New York, New York 10004, for approval and signature on **Monday, July 20, 2009 at 10:00 a.m. (Prevailing Eastern Time)**. The Motion requests an Order pursuant to Section 107(b) of the Bankruptcy Code permitting Plaintiff in the above-captioned adversary proceeding to file under seal its Objections to Confirmation of Charter Communications Operating, LLC's Joint Plan of Reorganization and Pre-Trial Brief and a supporting Affidavit of Bryce L. Friedman, sworn to on July 14, 2009, and accompanying exhibits.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Orders M-182 and M-193 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), and shall be served upon: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Administrative Agent for the Prepetition Lenders; (d) counsel to the Agent for the Debtors' Prepetition Junior Facility and Certain of the Lenders Thereunder; (e) counsel to the Agent for the Debtors' Unofficial Committee of Unaffiliated Holders of

Certain CCH I & CCH II Notes Issuances; (f) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (g) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (h) the Office of the United States Trustee for the Southern District of New York; and (i) counsel for Creditors Committee: so as to be received no later than **Monday, July 20, 2009 at 9:00 a.m. (Prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed prior to the Objection Deadline, a hearing to consider the Motion (the "Hearing") will be scheduled before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: July 14, 2009
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ Bryce L. Friedman

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09-11435(JMP)

(Jointly Administered)

Adversary Proceeding
No. 09-01132(JMP)

**MOTION FOR ENTRY OF AN ORDER AUTHORIZING
JPMORGAN CHASE BANK, N.A. TO FILE UNDER SEAL ITS
OBJECTIONS TO CONFIRMATION OF CHARTER
COMMUNICATIONS OPERATING, LLC'S JOINT PLAN OF
REORGANIZATION AND PRE-TRIAL BRIEF**

JPMorgan Chase Bank, N.A. ("JPM") hereby moves the Court for entry of an order substantially in the form attached as Exhibit A hereto (the "Proposed Order") authorizing the filing under seal with the Court of its Objections to Confirmation of Charter Communications Operating, LLC's Joint Plan of Reorganization and Pre-Trial Brief ("Objections to Confirmation and Pre-Trial Brief") and a supporting Affidavit of Bryce L. Friedman, sworn to on July 14, 2009, and all the exhibits attached thereto ("Friedman Affidavit").

In support of the instant Motion, JPM respectfully states as follows:

JURISDICTION

1. The Court has jurisdiction over this Motion under 28 U.S.C. § 1334. This is a non-core proceeding within the meaning of 28 U.S.C. § 157(c). Venue is proper under 28 U.S.C. § 1409(a).

2. The statutory predicates for relief are section 107(b) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure.

BACKGROUND

3. The Confidentiality Order entered by this Court on April 6, 2009 allows parties producing documents to designate certain materials as "Confidential" or "Highly Confidential." A true and correct copy of the Confidentiality Order is attached hereto as Exhibit B; see Ex. B at ¶ 3. The Confidentiality Order further provides that if a party files any Confidential or Highly Confidential Materials or any of the information contained therein with the Court, that party will make a good faith effort to file that material under seal. *See id.* at ¶ 13.

4. On July 14, 2009, JPM filed its Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit. On July 14, 2009, JPM served its Objections to Confirmation

and Pre-Trial Brief and the Friedman Affidavit on certain parties to this action (the "Parties"¹). All of the Parties that were served have executed a copy of the Confidentiality Order. JPM's Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit attach and reference documents designated as Confidential or Highly Confidential and contain highly sensitive and confidential information about one or more of the parties (collectively, the "Confidential Information"). All of the Parties that were served are entitled to see the Confidential Information contained in JPM's Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit and all the exhibits attached thereto.

RELIEF REQUESTED

5. In accordance with the Confidentiality Order, by this Motion, JPM requests that the Court authorize it to file under seal its Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit and all the exhibits attached thereto.

BASIS FOR RELIEF

6. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information.

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under the section 107(b) of the Bankruptcy Code.

¹ The Parties are: (a) counsel for the Debtors (b) counsel to the Agent for the Debtors' Prepetition Junior Facility and Certain of the Lenders Thereunder; (c) counsel to the Agent for the Debtors' Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes Issuances; (d) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (e) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (f) the Office of the United States Trustee for the Southern District of New York; and (g) counsel for Creditors Committee.

8. The parties that produced the materials JPM seeks to file under seal presumably designated those materials “Confidential” or “Highly Confidential” in accordance with the definitions of those designations in the Confidentiality Order, including that the materials are those that “it would not want to be made public in the ordinary course of its activities, including but not limited to technical, business, financial, personal or other information that can be protected under Federal Rule of Civil Procedure 26(v) and Federal Rule of Bankruptcy Procedure 7026” or that are “of such a nature that a risk of competitive injury would be created if such Discovery Material were disclosed” to persons other than those expressly permitted by the Confidentiality Order. *See* Ex. B ¶ 3.

9. JPM’s Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit and all the exhibits attached thereto also reference highly sensitive and confidential information regarding one or more of the parties.

PROCEDURE

10. The authorities relied upon herein are set forth above. Accordingly, JPM respectfully requests that the Court waive the requirement contained in rule 9013-1 of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

NOTICE

11. Notice of this Motion has been given to the Parties as defined herein, namely: (a) counsel for the Debtors and Debtors in Possession; (b) counsel to the Debtor and Debtor in Possession Charter Investment, Inc.; (c) counsel to the Agent for the Debtors’ Prepetition Junior Facility and Certain of the Lenders Thereunder; (d) counsel to the Agent for the Debtors’ Unofficial Committee of Unaffiliated Holders of Certain CCH I & CCH II Notes

Issuances; (e) counsel to the Unofficial Committee of Unaffiliated Holders of Certain CCH II Note Issuances; (f) counsel for Charter Investment, Inc. & Vulcan Cable III, Inc.; (g) the Office of the United States Trustee for the Southern District of New York; and (h) counsel for Creditors Committee. In light of the nature of the relief requested herein, JPM submits that no other or further notice is required.

NO PRIOR REQUEST

12. No prior motion for the relief requested herein has been made to this Court or any other court.

WHEREFORE, JPM respectfully requests that the Court (i) enter an order, substantially in the form annexed hereto authorizing JPM to file under seal JPM's Objections to Confirmation and Pre-Trial Brief and the Friedman Affidavit and all the exhibits attached thereto; and (ii) granting such other and further relief as the Court deems appropriate.

Dated: July 14, 2009
New York, New York

Respectfully submitted,

SIMPSON THACHER & BARTLETT LLP

By: /s/ Bryce L. Friedman
Peter V. Pantaleo (ppantaleo@stblaw.com)
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